

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

IN RE F45 TRAINING HOLDINGS, INC.  
SECURITIES LITIGATION

Case No. 1:22-cv-1291-DAE

**DECLARATION OF ALFRED L. FATALE III IN SUPPORT OF  
PLAINTIFFS' MOTION FOR PRELIMINARY  
APPROVAL OF CLASS ACTION SETTLEMENT**

I, ALFRED L. FATALE III, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I am a member of the law firm of Labaton Keller Sucharow LLP (“Labaton”), Court-appointed Lead Counsel in this proposed class action, and am admitted to practice before this Court *pro hac vice*. I respectfully submit this declaration in support of Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement.

2. I have been actively involved in the prosecution and resolution of this Action, am familiar with its proceedings, and have personal knowledge of the matters set forth herein based upon my close supervision of and participation in the Action, and upon information and belief.

3. True and correct copies of the following documents are annexed hereto:

Exhibit 1: Stipulation and Agreement of Settlement, dated as of February 13, 2026, with exhibits thereto.

Exhibit 2: Firm profile of Labaton Keller Sucharow LLP.

Exhibit 3: Edward Flores, Svetlana Starykh & Ivelina Velikova, *Recent Trends in Securities Class Action Litigation: 2025 Full-Year Review* (NERA Jan. 2026).

Exhibit 4: Firm resume of Strategic Claims Services

4. As explained in the Motion, we selected Strategic Claims Services (“SCS”) after a competitive bidding process in which firms submitted cost proposals and SCS had the most competitive proposal. All of the cost proposals involved comparable methods of providing notice and claims processing, including use of direct mailing of postcards, identification of potential Settlement Class Members through third-party brokers and nominee owners, and an online claim portal.

**Factual Matters Related to Certification of the Settlement Class and Rule CV- 23**

5. The primary bases of the request for certification of the Settlement Class are set forth in the accompanying Motion for Preliminary Approval of Class Action Settlement. Below is additional information for the Court’s consideration, as requested by Local Rule CV-23.

6. On December 8, 2022, this Action was commenced as a securities class action captioned *Goer v. F45 Training Holdings, Inc., et al.*, No. 1:22-cv-01291. ECF No. 1.

7. On December 8, 2022, notice of the action was published pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), notifying eligible purchasers of F45’s common stock about their right to move for appointment as lead plaintiff. ECF No. 22-4.

8. On February 27, 2023, the Court appointed Pledge Capital as Lead Plaintiff and approved its selection of Labaton as Lead Counsel. ECF No. 26. That order also recaptioned the Action as *In re F45 Training Holdings, Inc. Securities Litigation*, No. 1:22-cv-01291. I am not aware of any other actions pending against the Defendants alleging the same or similar causes of action.

9. Labaton is among the most experienced and skilled firms in the securities litigation field. It has a long and successful track record in such cases. *See* Ex. 2. Upon information and belief, Labaton currently represents a class, or a putative class, in approximately 40 other ongoing securities class actions involving the federal securities laws and has served as lead counsel in a number of high-profile matters. *See, e.g., In re Am. Int’l Grp, Inc. Sec. Litig.*, No. 04-cv-8141 (S.D.N.Y.) (\$1 billion recovery); *In re Dell Techs. Inc. Class V S’holders Litig.*, Consol. C.A. No. 2018-0816-JTL (Del. Ch.) (\$1 billion shareholder settlement); *In re HealthSouth Corp. Sec. Litig.*, No. 03-cv-1500 (N.D. Ala.) (\$600 million recovery); *In re Countrywide Sec. Litig.*, No. 07-cv-5295 (C.D. Cal.) (\$600 million recovery).

10. Lead Plaintiff Pledge Capital LLC and Plaintiff Police and Fire Retirement System of the City of Detroit have each been advised as to this Action proceeding as a class action. Each has submitted Certifications explaining that they are willing to serve as representative parties in this Action, willing to provide testimony, and that they fully understand the duties and responsibilities of being class representatives, including overseeing the prosecution of the Action on behalf of the class. *See* ECF Nos. 22-3, 59.

11. Labaton is not currently aware of any person who has relied on the fact that this suit was filed as a class action.

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 17, 2026.

/s/ Alfred L. Fatale III  
ALFRED L. FATALE III